

WASATCH COUNTY COUNCIL OF GOVERNMENTS

MEMORANDUM AGREEMENT

IT IS HEREBY AGREED by and between the signatories listed below, who are the members of the Wasatch County Council of Governments, that the provisions hereinafter set forth, which are necessary to comply with statutory provisions governing such councils; namely, Utah Code Annotated, 1953, Title 72, Chapter 2, Section 117.5, as currently amended, and Utah Code Annotated, 1953, Title 41, Chapter 1a, Section 1222, shall govern said Council of Governments.

1. DURATION. The initial term of the Wasatch County Council of Governments (“COG”) shall be for a fifty (50) year term, which term shall renew for successive fifty (50) year terms in perpetuity unless terminated as provided hereinafter.
2. A. MEMBERS. The COG shall be composed of the following officials: The seven members of the Wasatch County Council; the mayors of the following cities: Charleston Town, Daniels Town, Heber City, Hideout Town, Independence Town, Midway City, and Wallsburg Town; and the duly elected head of any other municipality which shall come into existence hereafter within the boundaries of Wasatch County. The President of the Wasatch County School District, the Executive Director of the Heber Valley Chamber of Commerce, and the Executive Director of the Wasatch County Economic Development shall serve as ex-officio, non-voting members of the COG. The duly appointed representatives of the above may appear in their behalf at the meetings of the COG, and represent the member agency when authorized so to do by the governing body of the said member agency. Each member agency may also designate an alternate member to attend when the duly appointed representative is unable to attend.

- B. VOTING. Each member of the COG, as above constituted, shall have one vote in transacting the business of the COG, and the business of the COG shall be conducted by majority vote. No fewer than fifty percent (50%) of the above-designated voting members shall constitute a quorum to transact the business of the COG, and it shall take a majority vote of those present and voting to transact any business for and in behalf of the COG.
- C. OFFICERS. The officers of the COG shall be chairman, a vice-chairman, and a secretary/treasurer selected from the members of the COG. Elections shall take place once a year, at which time a vice-chairman and a secretary/treasurer shall be elected. On January 1st of each year, the vice-chairman and secretary/treasurer elected in the previous year shall assume office.
- D. RULES OF PROCEDURE. The COG shall conduct business pursuant to rules of procedure to be adopted by the officers of the COG with the approval of the COG meeting in duly authorized sessions.
- 3. PURPOSES. The purposes of the COG shall be to provide an association of the above referred to governmental entities to counsel together, plan comprehensively, and act in concert in discussing and making recommendations, endorsements, and prioritizations pertaining to monies allocated to Wasatch County under the Local Transportation Corridor Preservation Fund.
- 4. POWERS. This COG shall have the following powers:
 - A. Establish an endorsement process which includes prioritization and application procedures for use of the monies allocated to each county under UCA 72-2-117.5, as currently amended.
 - (1) The endorsement process does NOT need to receive approval from

a metropolitan planning organization or the Utah Department of Transportation (“UDOT”).

- (2) The prioritization shall be based on considerations, including: (a) areas with rapidly expanding population; (b) the willingness of COG members’ legislative bodies to complete studies and impact statements that meet UDOT standards; (c) the preservation of corridors by the use of local planning and zoning processes; (d) the availability of other public and private matching funds for a project; (e) the cost-effectiveness of the preservation projects; (f) long and short-term maintenance costs for property acquired; and (g) whether the transportation corridor is included as part of: 1. the county and municipal master plan; and 2. the statewide long range plan or a regional transportation plan of the area metropolitan planning organization.

- B. Establish a priority list of highway corridor preservation projects within Wasatch County to submit to the Wasatch County Council for approval by a majority vote.

- (1) The COG may only submit one priority list per calendar year.

5. STAFF. Each member shall assign a member of its administrative staff to perform the necessary administrative and technical services for the COG on an annual, rotating basis. Such responsibilities shall include:

- A. General administrative support including handling of correspondence, recording of COG minutes and business matters, etc., of the COG.

- B. Coordinating staff and consultant services and making recommendations to handle the COG's workload and policies dealing with area-wide master plan, open space, economic development, air pollution, and other such problems and areas in which there is a joint interest.
 - C. Preparing and administering an annual work program and budget.
 - D. All other duties delegated to her or him by the COG.
6. MEETINGS. The COG shall meet at least annually, or upon call of its Chairman, or by petition of 20% of the Membership of the COG.
7. FINANCING. The activities and functions of the COG shall be financed by the assessment of dues on an annual basis from the governmental entities which make up the COG, which dues shall in no event exceed the sum of \$100 per member per year.
8. COMMITTEES. The COG may, from time to time, as it deems necessary and desirable, organize committees to undertake specific duties and functions. The COG shall approve a specific purpose, duties, and bylaws for each committee established. The bylaws shall, among other things, set forth the membership and method of appointing members to committees. The COG shall also establish the method for appointing the Chair and Vice-Chair to the committees. The COG reserves the right to dissolve any committee at any regular meeting by a majority vote of a quorum present.
9. TERMINATION. The COG can only be dissolved and this Agreement terminated by the three-fourths (3/4) vote of all participating and duly authorized members at a meeting specifically held on the subject of said termination which meeting shall be held only pursuant to written notice to all members ten days prior to the said meeting with the subject of the said meeting to be included in the same notice. Upon the termination of the agreement and dissolution of the COG, any and all property held at that time in the name of the COG shall be liquidated and disposed of by the office of the COG, and the proceeds returned to the participating members of the COG in their pro-rata share.

10. AMENDEMENT. This Agreement may be amended by a duly executed written agreement approved by Resolution of all member agencies.

IN WITNESS WHEREOF, this Agreement has been executed by duly authorized agents of the undersigned governmental entities pursuant to resolutions adopted by each entity authorizing such execution, as of this _____ day of _____, 2010.

WASATCH COUNTY COUNCIL

Chairman

ATTEST:

County Clerk

CHARLESTON TOWN

Mayor

ATTEST:

Recorder

DANIELS TOWN

Mayor

ATTEST:

Recorder

HEBER CITY

Mayor

ATTEST:

Recorder

HIDEOUT TOWN

Mayor

ATTEST:

Recorder

INDEPENDENCE TOWN

Mayor

ATTEST:

Recorder

MIDWAY CITY

Mayor

ATTEST:

Recorder

WALLSBURG TOWN

Mayor

ATTEST:

Recorder

EXHIBIT A
RULES OF PROCEDURE
For the
WASATCH COUNTY COUNCIL OF GOVERNMENTS

The following rules are intended to govern the conduct of public meetings of the Wasatch County Council of Governments (“COG”) in accordance with Paragraph 2d of the Memorandum agreement of the COG. Items and issues not addressed by these rules of procedure shall be determined by the COG Chair, using Robert’s Rules of Order as a guide.

A. ORDER OF BUSINESS

1. REGULAR AND SPECIAL MEETINGS. Regular meetings of the COG shall be held at least annually. Special meetings may be held at other times at the call of the chair, as warranted, or by petition of 20% of the membership of the COG. All regular and special meetings shall be noticed as required by the Utah Open and Public Meetings Act.
2. QUORUM. A quorum of the COG shall consist of at least 50% of the COG members. A quorum must be present before any business may be conducted.
3. MEETING AGENDA. The COG Director, at the direction of and after consultation with the COG chair, shall prepare a written agenda for each meeting of the COG. The agenda shall be mailed to the COG members by Friday of the week prior to the COG meeting.
4. SUBMISSION OF AGENDA ITEMS. Items for consideration on the COG agenda should be submitted to the COG Director by at least one week prior to the scheduled meeting.
5. SPECIAL ORDERS OF BUSINESS. The COG may at any time, on a motion supported by the majority of the COG members present, proceed out of order to any item of business, may return to an item already passed, or may discuss an item not on the regular agenda—as long as no action is taken.

B. MOTIONS

1. MAKING MOTIONS. Any COG member, including the Chair, may make a motion. Motions should include a statement of findings supporting the motion.
2. SECONDING MOTIONS. A second by a COG member other than the maker of the motion is necessary before the motion may be discussed or a vote taken.
3. CHANGING A MOTION. The maker of a motion may change the motion at any time before a vote is taken. A second to the changed motion is necessary before the changed motion may be further discussed or voted upon.
4. WITHDRAWING A MOTION. The maker of a motion may withdraw the motion if no member of the COG objects to its withdrawal. If an objection is

made to the withdrawal of the motion, the Chair shall call for a vote of the COG regarding the withdrawal of the motion.

5. SUBSTITUTE MOTIONS. All amendments or substitute motions shall be offered as amendments to the main motion first made. The procedure for amendments shall be the same as for any motion. Action is to be taken on the amendment first before any action is taken on the first motion.
6. NON-DEBATABLE MOTIONS. A motion to adjourn, to take a recess, to table an item, or to retrieve an item from the table, shall be voted upon without debate.

C. RECONSIDERATION

1. WHO MAY MOVE TO RECONSIDER. Any motion made in the course of a COG meeting may be reconsidered during the meeting in which the motion was made. Only a member of the COG who voted with the majority on the motion in question may make a motion for reconsideration of the motion.
2. VOTE REQUIRED FOR RECONSIDERATION. When a motion to reconsider has been properly made, a majority of the members of the COG present must vote in favor of reconsideration in order for the item to be reconsidered.

D. DEBATE

1. INTERRUPTIONS AND QUESTIONS. No member of the COG shall interrupt or question another member without obtaining the member's consent, and to obtain such consent shall first address the Chair.

E. VOTING

1. VOTING PROCESS. A quorum of COG members must vote on a motion. COG members must be physically present in order to vote. All members present must vote unless the member declares an abstention due to possible conflict of interest. All votes are to be cast verbally. A roll call may be requested by any member of the COG. Motions must receive a majority of the votes cast.
2. ANNOUNCEMENT OF DECISION. Voting or changing a vote after the decision is announced by the Chair will not be allowed.
3. TIE VOTES. Tie votes on motions shall result in the failure of the motion.

F. SUSPENSION OF THE RULES

1. TWO-THIRDS VOTE REQUIRED. No suspension or alteration of the standing rules of the COG may be effected except upon a two-thirds vote of all members of the COG.
2. AMENDMENT OF BYLAWS. These bylaws and rules may be amended at any meeting of the COG held not less than 14 days after written notice of the proposal to amend the rules is presented to the COG. A majority of all of the members of the COG is required to amend these bylaws and rules.